

Date: 27th March 2026

To,
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai 400051 (M.H.)

(NSE SYMBOL: DENEERS; ISIN: INE0JWV01011)

Dear Sir/Madam,

Subject: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulations 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, read with Schedule III, we wish to inform the Stock Exchange of the following: -

1. The Notice of the 1st Extraordinary General Meeting pursuant to section 101 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Management and Administration) Rules, 2014, has been dispatched to the shareholders. The copy of the EGM Notice and annexures can be accessed through the link below:
<https://drive.google.com/file/d/1ADkM7f0sYRfjBjwUZK4M0rfwY003TNFj/view?usp=sharing>

The copy of the EGM notice is also attached herewith.

2. In terms of Regulation 42 of the Listing Regulations read with Section 91 of the Companies Act, 2013, the register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 14th April 2026 to Monday, 20th April 2026 (both days inclusive).
3. The remote e-voting will commence from Thursday, April 16, 2026, at 09:00 A.M. and will end on Sunday, April 19, 2026, at 05:00 P.M.

Further clarification w.r.t our intimation dated 21st March 2026, in point "G" wherein the appointment of Ms. Savita Mahajan was informed, the date of appointment was inadvertently written as 9th February 2026, whereas the correct date is 21st March 2026. Also, the date is correctly mentioned in the Annexure-B.

Kindly take the same on record and acknowledge the receipt.

Thanking you,
Yours faithfully,

FOR DE NEERS TOOLS LIMITED

For DE NEERS TOOLS LTD.

Neeraj Aggarwal
Director

NEERAJ KUMAR AGGARWAL
MANAGING DIRECTOR
DIN: 08058134

Encl.: a/a



DE NEERS TOOLS LIMITED
CIN: L29309DL2021PLC384229

Reg. Off: P. No. 468, Ground Floor, Industrial Area Patparganj, Delhi, India, 110092
Phone: +91-11-4206-2555. Email: compliance@deneerstools.com
Web: www.deneerstools.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1st Extra-Ordinary General Meeting of the members of **De Neers Tools Limited** (“the Company”) will be held on **Monday, April 20, 2026, at 11:00 A.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1: INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and all other applicable provisions, if any, of the said Act read with the rules and regulations framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification (s) or re-enactment thereof, for the time being in force) and in accordance with the applicable provisions of the Memorandum and Articles of Association of the Company, the consent of members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company *from* Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into (i) 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each *to* Rs. 31,00,00,000/- (Rupees Thirty-One Crores) divided into (i) 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each by the creation of additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each, ranking pari-passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to alter the memorandum of association by substituting existing Clause V with the following new Clause V as under:

V. The Authorized Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty-One Crores Only) divided into (i) 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- (Indian Rupees Ten Only) each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- (Indian Rupees One Hundred Only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to increase of the Authorized Share Capital in the manner as aforementioned, including settling the questions, doubts or disputes if any, which may arise in this regard, and making the necessary filings with the Registrar of Companies.”

ITEM NO. 2: ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby given for alteration of Article No. 8 of Part II.1 of the Articles of Association of the Company by replacing the existing Article with the following new Article 8:

8. Subject to the provisions of section 55, any preference shares may, with the sanction of a special resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company, before the issue of the shares, may, by special resolution, determine. Further, subject to the provisions of the Companies Act, 2013 and rules made thereunder, the Company may issue and allot any securities (including equity shares, preference shares or convertible warrants or debentures) on preferential allotment or private placement basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution, including to agree to such amendments and modifications

in the aforesaid article as may be required by any competent authority or as may otherwise be deemed fit by the Board.”

ITEM NO. 3: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**Resolved that** pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”) and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the members of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis, upto 2,40,000 Equity Shares of Rs. 10/- each (hereinafter referred to as “Equity Shares”), at an issue price of Rs. 154/- per equity share of the face value of Rs. 10/- each (including a premium of Rs. 144/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, to the following proposed allottee, belonging to the non-promoter public category (hereinafter referred to as “**Proposed Allottee**”):

S.NO	Name of the Proposed Allottee	Category	Number of Equity Shares
1	Sunil Kapoor HUF	Non-Promoter (Public)	2,40,000
		Total	2,40,000

RESOLVED FURTHER THAT the aforesaid issue and allotment of Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations, including the following:

- a. An amount equivalent to 100% of the total consideration for the Equity Shares will be payable at the time of subscription to the Equity Shares, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations.
- b. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottee.
- c. The Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- d. The Equity Shares to be allotted shall be in dematerialized form only.
- e. The Equity Shares shall rank pari-passu in all respects, including as to dividend, with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.
- f. The Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- g. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee within a period of 15 (Fifteen) days from the date of passing of the shareholders’ resolution. Provided that where any approval of permission of the regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

RESOLVED FURTHER THAT as per the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the issue price of the aforesaid Equity Shares shall be March 20, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Equity Shares, including but not limited to seeking listing of the Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 4: ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (as applicable) (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”) and the Foreign Exchange Management Act, 1999 as in force and subject to other applicable rules, regulations and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the stock exchanges and the enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and which may be agreed to, by the board of directors of the Company (“the Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose); the consent and approval of the members of the Company be and is hereby granted to create, offer, issue and allot on a preferential and private placement basis upto 16,80,000 warrants (hereinafter referred to as “Convertible Warrant”), at an exercise price of Rs. 154/- per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 144/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter category persons (hereinafter referred to as “**Proposed Allottees**”):

S.N.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be allotted
1	Neeraj Kumar Aggarwal	Promoter	7,70,000
2	Shilpy Aggarwal	Promoter	9,10,000
Total			16,80,00

RESOLVED FURTHER THAT aforesaid issue and allotment of Convertible Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations, including the following:

- a. Subject to other terms and conditions, the Convertible Warrants shall be convertible into an equal number of equity shares of a face value of Rs. 10 each (“Resulting Equity Shares”).
- b. In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to 25% (twenty-five percent) of the total consideration for the Convertible Warrants will be payable at the time of allotment of the Convertible Warrants. The rest 75% of the Total consideration shall be payable by the Convertible Warrant holder(s) on or before the time of exercising the option to Convert the warrants into Equity shares, which in any case shall be within eighteen (18) months from the date of allotment of Warrants.

- c. The consideration for allotment of Convertible Warrants/ Resulting Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.
- d. The Convertible Warrants/ Resulting Equity Shares shall be locked in as per the provisions of the SEBI (ICDR) Regulations relating to preferential issue.
- e. The Convertible Warrants/ Resulting Equity Shares to be allotted shall be in dematerialized form only.
- f. The Resulting Equity Shares shall rank pari-passu in all respects including as to dividend with the existing fully paid-up equity shares of face value Rs. 10/- each of the Company.
- g. The Resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be. Convertible Warrants shall not be listed.
- h. The Convertible Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- i. Warrant holder may apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within eighteen months from the date of allotment of the Convertible Warrants, in one or more tranches. In case the Warrant holder(s) do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.
- j. Upon exercise of the option to convert the Convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of Resulting Equity Shares, pursuant to exercise of the Convertible Warrants is completed within 15 days from the date of such exercise by the allottees of such Warrants.
- k. The Convertible Warrants by themselves do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company.

RESOLVED FURTHER THAT as per the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of the aforesaid Convertible Warrants shall be March 20, 2026.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares, including but not limited to seeking listing of the Resulting Equity Shares on the relevant stock exchange, making application to the relevant depository for admission of the Convertible Warrants/ Resulting Equity Shares as appropriate, and to resolve and settle all questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it to any committee of the Board, any other director(s) or officer(s) of the Company or other authorized persons to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 5: APPOINTMENT OF MS. SAVITA MAHAJAN DIN-11383535 AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Ms. Savita Mahajan (DIN: 11383535) who was appointed as an Additional Director (Independent and Non-Executive) of the Company, with effect from 21st March 2026 under section 161 of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 21st March, 2026 to 20th March 2031(both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company be authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

ITEM NO. 6: APPOINTMENT OF MS. RIYA AGGARWAL DIN- 09158220 AS THE WHOLE TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded for the appointment of **Ms. Riya Aggarwal (DIN: 09158220)**, and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing her candidature, who was appointed as an Additional Executive Director of the Company with effect from October 22, 2025 by the Board of Directors at its meeting held on October 22, 2025, as a Whole-time Director (Designated as Executive Director) of the Company, liable to retire by rotation, for a period of Five (5) years with effect from October 22, 2025 upto October 21, 2030 (both days inclusive), on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of the powers herein conferred to any Director(s) and/or Officer(s) of the Company to give effect to the aforesaid Resolution;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorised to file all requisite forms and documents with the Registrar of Companies, and to do all such other acts, deeds and things as may be required to comply with the provisions of the Companies Act, 2013 and the SEBI LODR Regulations to give effect to this Resolution."

By Order of the Board of Directors
For De Neers Tools Limited

Sd/-
Neeraj Kumar Aggarwal
Managing Director
DIN: 08058134
Date: 21-03-2026
Place: Delhi

NOTES:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020 dated May 05, 2020 and Circular No 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, circular no.09/2023 dated September 25, 2023, Circular no. 09/2024 dated September 19, 2024 and by issuing the latest Circular no. 03/2025 dated September 22, 2025, MCA has allowed for conducting extra-ordinary general meeting (EGM) or passing of Ordinary/ Special Resolution through “Video Conferencing” till further orders in accordance with requirements laid down in Para 3 and Para 4 of the General Circular no 20/2020 dated May 5, 2020. The forthcoming EGM will thus be conducted through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing EGM through VC/OAVM. There shall be no physical attendance of shareholders at the meeting, and the deemed venue for the meeting shall be the Registered Office of the Company.
2. Pursuant to Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint a proxy to attend and cast a vote for the members is not available for this general meeting. However, the Body Corporates are entitled to appoint authorised representatives to attend the general meeting through VC/OAVM and participate there at and cast their votes through e-voting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/Authorisation document authorizing their representative to attend and vote on their behalf at the general meeting.

3. The Members can join the general meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the general meeting through VC/OAVM will be made available for 1000 members on a first-come, first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the general meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Pvt. Ltd. (Bigshare) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using the remote e-Voting system as well as e-voting on the date of the EGM, will be provided by Bigshare. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to info@bigshareonline.com. However, if he/she is already registered with Bigshare for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.deneerstools.com. The Notice can also be accessed from the website of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com, and the EGM Notice is also available on the website of RTA, i.e. Bigshare Services Pvt. Ltd. at www.ivote.bigshareonline.com.
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013, read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The members are requested to inform the Company, queries, if any, at least 3 days before the date of the meeting to enable the management to keep the required information available at the meeting.
9. Members are requested to notify immediately any change in their addresses and/ or the Bank Mandate details to their respective Depository Participants (DP) for shares held in electronic form.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. Stock Exchanges permit companies to send soft copies of the EGM Notice to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their email address for receiving electronic communication.
11. All the Documents referred to in the notice are open for inspection at the Registered office of the Company between 11:00 A.M. to 4:00 P.M on any working day prior to the day of the meeting and will also be available at the meeting venue on the date of the meeting.
12. The company has appointed Ms. Ashita Kaul, of Ashita Kaul & Associates, Company Secretaries (CP No. 6529), Practising Company Secretaries, as the Scrutinizer (‘Scrutinizer’) for conducting the remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than two working days from the conclusion of meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
14. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.deneerstools.com and on the website of Depositories immediately after the results are declared by the Chairman; and results shall immediately be disseminated to the Stock Exchanges where the shares of the Company are listed.
15. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Company or the Depositories / Depository Participants and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent at the following address:

Bigshare Services Private Limited

S6-2, 6th Pinnacle Business Park, Mahakali Caves,
Road, Next to Ahura Centre, Andheri East, Maharashtra – 400093, Maharashtra, India
Tel.: 022 6263 8200
Fax: 022 6263 8299
E-Mail: ivote@bigshareonline.com
Website: www.bigshareonline.com

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, April 16, 2026, at 09:00 A.M. and ends on Sunday, April 19, 2026, at 05:00 P.M.

The remote e-voting module shall be disabled by Bigshare for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on Monday, April 13, 2026 (“Cut-off Date), may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Thursday, April 16, 2026, at 09:00 A.M and ends on Sunday, April 19, 2026, at 05:00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Monday, April 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

listed entities are required to provide a remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as the user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in the helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company, then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under the ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option, which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive a confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under the “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.

- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338.

EXPLANATORY STATEMENT IN RESPECT OF THE BUSINESSES PROPOSED BEFORE MEMBERS, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement, pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions, sets out all material facts relating to the business mentioned under each item of the accompanying Notice:

ITEM NO. 1

Currently, the Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into (i) 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each. In order to enable and accommodate the issue of further equity shares of the Company, the Company needs to increase its authorized capital, which could go beyond the present Authorized Share Capital of the Company. Thus, it necessitates an increase in the Authorized Capital of the Company.

The Board of Directors had in their meeting held on 21st March, 2026, has approved the increase in Authorized Share Capital of the Company to Rs. 31,00,00,000/- (Rupees Thirty-One Crores Only) divided into (i) 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 0.01% Preference shares of Rs. 100/- each and subsequent alteration to and substitution of the existing Clause V of the Memorandum of Association of the Company, subject to approval of the members.

Since in terms of Sections 13 and 61 of the Companies Act, 2013 read with the relevant rules framed thereunder, any increase in the Authorized Share Capital and the consequential alteration of the capital clause of the Memorandum of Association, requires the approval of the shareholders, a resolution has been set out item no. 1 of the notice and is recommended by your directors for approval by way of an **Ordinary Resolution**.

None of the directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2

Your Board has proposed to raise funds through further issue of securities on a preferential issue basis. Your Board has accordingly decided to provide enabling provisions relating to the issue of securities on a preferential basis in the Articles of Association of the Company. Accordingly, consent of the members by way of a special resolution is also required for amendment in the Articles of Association to incorporate enabling provisions for the issue of securities on a preferential/ private placement basis. Your directors recommend the resolution for approval by way of a **Special Resolution**.

None of the directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3 & 4

To augment the fund requirements of the Company, your Company intends to raise funds through the preferential issue of securities. Since your Company is a listed company, the proposed issue of Equity Share and Convertible Warrants/ Resulting Equity Shares would be made in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2018, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 2013 and the rules made thereunder, and the aforesaid SEBI Regulation, the relevant disclosures/details are given below:

I. Instrument and Numbers: Your Board of Directors in its meeting held on March 21, 2026, has proposed to issue on a preferential and private placement basis, Equity Shares and Convertible Warrants to certain Promoter and Non-Promoter category persons (“the Proposed Allottees):

- a. upto 2,40,000 Equity Shares of Rs. 10/- each (hereinafter referred to as “Equity Shares”), at an issue price of Rs. 154/- per equity share of the face value of Rs. 10/- each (including a premium of Rs. 144/- per equity Share) or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, to the following proposed allottee, belonging to the non-promoter public category:

SN	Name of the Proposed Allottee	Category	Number of Equity Shares
1.	Sunil Kapoor HUF	Non-Promoter (Public)	2,40,000
		Total	2,40,000

- b. upto 16,80,000 warrants (hereinafter referred to as “Convertible Warrant”), at an exercise price of Rs. 154/- per underlying equity share of the face value of Rs. 10/- each (including a premium of Rs. 144/- per equity Share) or

such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2018, to the following proposed allottees, belonging to the promoter category persons:

S.N.	Name of the Proposed Allottees	Category	No. of Convertible Warrants proposed to be allotted
1	Neeraj Kumar Aggarwal	Promoter	7,70,000
2	Shilpy Aggarwal	Promoter	9,10,000
Total			16,80,00

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company (“Resultant Equity Share”), in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants. The Convertible Warrants by itself do not give to the Warrant holder any rights (including any dividend or voting rights) as the Shareholders of the Company. The Convertible Warrants are not proposed to be listed on any stock exchange.

II. Pending Preferential Issue: Presently, there has been no preferential issue pending or in process except as proposed in this notice.

III. Relevant Date: As per SEBI (ICDR) Regulations, 2018, the relevant date for the purpose of determination of issue price for the proposed preferential issue of securities is March 20, 2026.

IV. Issue Price and Valuation Report: In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity share and Convertible Warrants/ Resulting Equity Shares in a preferential issues has to be calculated as (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher. Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for convertible warrants/ equity shares to be allotted pursuant to the preferential issue.

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited (NSE). As per the trading volume data available on NSE, the shares of the Company are frequently traded at NSE.

As per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company do not provide for any particular method of determination of issue price, which results in a floor price higher than that determined under SEBI ICDR Regulations. The proposed preferential issue of the convertible warrants would not result in any change in control of the Company. However, the proposed allotment would be for more than 5% of the post issue fully diluted Equity Share Capital of the Company to the Allottee. Accordingly, the pricing of the Convertible Warrants/ Resulting Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares): Or
- ii. Price determined as per provisions of Regulation 166A (1) of the SEBI ICDR Regulations

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken a Valuation Report dated March 21, 2026, from Mr. Rajeev Kumar Nayak, as IBBI Registered Valuer (Regn. No. IBBI/RV/02/2022/14553, having his Office at E-5, LGF, Greater Kailash Enclave-1, New Delhi- 110048, who has arrived the fair value of equity share of the Company as Rs. 151/- per equity share. Copy of the same has been hosted on the website of the Company, which can be accessed at the link: <https://deneerstools.com/wp-content/uploads/2026/03/Signed-RV-Valuation-Report-De-Neers-Mar-2026-1.pdf>

The Price determined as per provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) has been worked out to be Rs. 153.98 per equity share.

					No. of Shares			No. of Shares held		No. of Shares held	%
	Neeraj Kumar Aggarwal	E-88, Block-E, Preet Vihar, Shakarpur, Delhi-110092	Promoter	-	1,730,700	0	770,000	1,730,700		2,500,700	23.76
	Shibly Aggarwal	E-88, Block-E, Preet Vihar, Shakarpur, Delhi-110092	Promoter	-	1,029,900	0	910,000	1,029,900		1,939,900	18.43
	Sunil Kapoor HUF	A-225 Derawalan Nagar, G.T. Karnal Road, Delhi, North West Delhi, 110009	Non-Promoter	Sunil Kapoor	0	240,000	0	240,000		240,000	2.28

*Post allotment of Equity Shares but before conversion of warrants.

**Post allotment of Equity Shares and assuming full conversion of Convertible Warrants.

The Company has obtained the Permanent Account Numbers and the Demat account number of the Proposed Allottees. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, for the Convertible Warrants, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

The Company shall ensure that equity shares purchased by the allottees between the relevant date and allotment of Convertible Warrants or Equity shares shall form part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

Proposed Allottee has not sold or transferred any shares of the Company during the 90 trading days preceding the Relevant Date. Further, all the pre-preferential shareholding of the Proposed Allottee is held in dematerialized form.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have been directly or indirectly debarred or prohibited to access the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. Further, neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have not been declared as willful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks. Accordingly, disclosure as per Schedule VI of the SEBI (ICDR) Regulations, 2018 is not applicable.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottee is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.

Neither the Company nor any of the promoters, promoter group persons, directors or the proposed allottees or the beneficial owners of the proposed allottees have any direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.

No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

IX. Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Share and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company.

The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

X. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter: There shall not be any change in the status and category of any of the Proposed Allottee, even after the

preferential issue and they shall remain as part of the same category, as mentioned in the special resolution, as below:

S.N.	Name of the Proposed Allottee	Current Category (Pre-Issue)	Category (Post Issue)
1.	Neeraj Kumar Aggarwal	Promoter	Promoter
2.	Shibly Aggarwal	Promoter	Promoter
3.	Sunil Kapoor HUF	Non-Promoter (Public)	Non-Promoter (Public)

XI. Dues toward SEBI, Stock Exchange or Depositories: There is no outstanding dues payable to Dues toward SEBI, Stock Exchange or Depositories.

XII. Lock-in Period: The lock-in of the Equity Share/Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted on a preferential basis to public category persons shall be locked-in for a period of six months from the date of trading approval of the stock exchanges.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis by the promoter category allottees shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges.

The Company has obtained the Permanent Account Numbers and the Demat account number of the Proposed Allottee. The entire pre-preferential allotment shareholding of the respective Proposed Allottees for the Equity Shares, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval by the stock exchanges or such extended period as may be required as per the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee, if any, for the Convertible Warrants, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

The Company shall ensure that equity shares purchased by the allottees between the relevant date and allotment of Convertible Warrants or Equity shares shall form part of the pre-preferential allotment shareholdings and same shall be subject to lock-in as per provisions of Regulation 167(6) of SEBI (ICDR) Regulations, 2018.

Intention of promoters/directors/key management persons or senior management to subscribe: There is no intention of any of the promoters, directors, key management persons or senior management to subscribe to in the present preferential issue, except the following:

Name of the Proposed Allottee	Category
Neeraj Kumar Aggarwal	Promoter and Director
Shibly Aggarwal	Promoter and Director

XIII. Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

S. No	Category	Pre Issue (Equity Shareholding)		Proposed Allotment of Equity Shares	Proposed Allotment of Convertible Warrants	Post-issue Equity Shareholding*		Post-issue Equity Shareholding**	
		No. of Shares held	%			No. of Shares held	%	No. of Shares held	%
A.	Promoters' holding								
	Indian								
1	Individual	4,091,400	47.54	0	1,680,000	4,091,400	46.25	5,771,400	54.83
2	Body Corporate	0	0.00	0	0	0	0.00	0	0.00
3	Others - HUF	0	0.00	0	0	0	0.00	0	0.00
	Sub Total	4,091,400	47.54	0	1,680,000	4,091,400	46.25	5,771,400	54.83
1	Foreign Promoters	0	0.00	0	0	0	0.00	0	0.00

	Sub Total	0	0.00	0	0	0	0.00	0	0.00
	Total Promoters Holding (A)	4,091,400	47.54	0	1,680,000	4,091,400	46.25	5,771,400	54.83
B.	Non Promoters' holding								
1	Institutional Investors	757,200	8.80	0	0	757,200	8.56	757,200	7.19
2	Non-Institution:								
	Body Corporate	777,900	9.04	0	0	777,900	8.79	777,900	7.39
	Individuals	2,749,500	31.95	0	0	2,749,500	31.08	2,749,500	26.12
	Other (Including NRIs, HUF, Clearing Members & IEPF)	230,400	2.68	240,000	0	470,400	5.32	470,400	4.47
	Total Non-Promoters Holding (B)	4,515,000	52.46	240,000	0	4,755,000	53.75	4,755,000	45.17
	Grand Total (A+B)	8,606,400	100.00	240,000	1,680,000	8,846,400	100.00	10,526,400	100.00
*Post allotment of Equity Shares but before conversion of warrants.									
**Post allotment of Equity Shares and assuming full conversion of Convertible Warrants.									

Allotment of Equity Share/Convertible Warrants/ Resulting Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company. The Company is and post preferential issue would be, in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

XIV. Objects and purpose of the Preferential Issue: The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds"/ "Gross Proceeds") towards the objects of this Preferential issue. The details of the Issue Proceeds are as below:

SN	Type of Securities to be Issued	Number of Securities	Issue Price (Per Security) in Rs.	Amount to be raised from the preferential issue (Rs. In lakhs)	Amount (Rs. In lakhs) to be received on allotment of Equity Share/ Convertible Warrants	Amount (Rs. In lakhs) to be received on allotment of Resulting Equity Shares upon conversion of Convertible Warrants (within a period of eighteen months)
1.	Equity Share	2,40,000	154.00	369.60	369.60	N.A.
2.	Convertible Warrants/ Resulting Equity Shares	16,80,000	154.00	2,587.20	646.80	1,940.40
Total				2,956.80	1,016.40	1,940.40

The details of the objects of the Preferential Issue (hereinafter collectively referred to as "Objects"), are as below:

SN	Particulars	Amount (Rs. In lakhs)	% of total Issue Proceeds
1	To meet the additional working capital requirements of the Company*	2,400.00	81.17
2	General corporate purposes**	556.80	18.83
Total		2,956.80	100.00

*We propose to utilize Rs. 2,400.00 lakhs from the Issue Proceeds to fund working capital requirements of our Company. We fund most of our working capital requirements in the ordinary course of our business from our internal accruals and financing from various banks. This will ensure sufficient liquidity for day-to-day operations and business activities and also enable to expand the business operations of our Company, strengthen the Company's financial position and support day-to-day operational needs.

**In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining proceeds (balance remained after the working capital requirements), not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose for the Company, including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which our Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out presently are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds: As the funds to be received against warrant conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

SN	Particulars	Amount (Rs. In lakhs)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	To meet the additional working capital requirements of the Company	2,400.00	By 31 st March, 2028
2	General corporate purposes	556.80	By 31 st March, 2028
	Total	2,956.80	

(* considering 100% conversion of Warrants into Equity Shares within the stipulated time.)

Note: In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Schedule of Implementation and Deployment of Funds: The present Preferential Issue is for Equity Shares as well as for Convertible Warrants. The Issue Proceeds from the Convertible Warrants shall be received by the Company within a maximum period of eighteen months period from the date of allotment of such Warrants in terms of Chapter V of the SEBI ICDR Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company's business requirements from time to time.

If the proceeds are not utilized (in full or in part) for the objects stated above during the period stated above due to any factor, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds in line with the aforesaid objects of the issue and compliance with the applicable laws and regulations for the time being in force.

Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 till the date the amount is fully utilized by the Company for the purpose mentioned above.

Monitoring Agency: In terms of Regulation 162A of the SEBI ICDR Regulations, since the proposed issue size is less than Rs. 100 crores, the appointment of the Monitoring Agency is not applicable.

XV. Proposed time of Allotment: The allotment of the Equity Share and the Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members. Provided that where any approval or permission of the regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

Convertible Warrants shall be entitled to convert the same, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.

XVI. Undertaking with regard to re-computation of issue price: In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Equity Shares and Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, Equity Shares/ Convertible Warrants/ Resulting Equity Shares allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee.

XVII. Certificate of the Practising Company Secretary: A certificate from the Practising Company Secretary, namely M/s. Shashank Kumar & Associates, Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, shall be made available for inspection by the Members during the meeting and is also available on the Company's website at the link: <https://deneerstools.com/wp-content/uploads/2026/03/PCS-Certificate--ICDR.pdf>

As it is proposed to issue and allot the aforesaid securities on a preferential allotment basis, **Special Resolution** is required to be approved by members pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, and rules made thereunder and Chapter V of the SEBI (ICDR) Regulations, 2018 and other applicable provisions. The Board of Directors believes that the proposed preferential issue and allotment of Equity Shares and Convertible Warrants is in the best interest of the Company and its members. Your directors, therefore, recommend the resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Special Resolution as set out at Items Nos 3 and 4 of this Notice, except Mr. Neeraj Kumar Aggarwal, Mrs. Shilpy Aggarwal and Riya Aggarwal, who are promoters, shareholders and Directors of the Company.

ITEM NO. 5

The Members may note that pursuant to Section 149 of the Companies Act, 2013 ("the Act") and other applicable provisions, including the SEBI Listing Regulations, Ms. Savita Mahajan (DIN: 11383535) is eligible to be appointed as an Independent Director of the Company. Accordingly, the Board of Directors, at its meeting held on 21st March 2026, approved her appointment as an Independent Non-Executive Director for a term of five consecutive years commencing from 21st March 2026, subject to the approval of the Members at the General Meeting. The Company has received from Ms. Savita, a declaration confirming that she meets the criteria of independence prescribed under Section 149 of the Act and the SEBI Listing Regulations, her consent to act as an Independent Non-Executive Director under Section 152 of the Act; and other requisite disclosures in the prescribed forms. The Company has also received notice from its Member(s) proposing her candidature as a Director of the Company. She shall be entitled to receive sitting fees, commission as may be determined by the NRC and the Board from time to time, as detailed in the said letters of appointment.

In the opinion of the Board, Ms. Savita fulfils the conditions specified in the Act, the rules made thereunder, and the Listing Regulations for her appointment as an Independent Non-Executive Director. A brief profile is given below:

She is independent of the management and, considering her expertise and professional background, the Board is of the view that her association would benefit the Company. The brief profile of Ms. Savita is as follows: Ms. Savita holds a Bachelor's degree in Political Science (Hons.) from Kalindi College, University of Delhi, and a certification in Textile Designing from Janki Devi Memorial College. She has also completed a Java programming course from NIIT. Her academic background spans social sciences, design, and technology, providing a balanced perspective on governance and stakeholder matters. Her strong technical understanding and her extensive professional exposure are expected to add valuable insights to the Board deliberations. Her brief profile, including details of her expertise, directorships, and committee memberships/chairmanships, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is enclosed as an Annexure to this Notice.

Further, a statement pursuant to Regulation 36(3) and other applicable provisions of the SEBI Listing Regulations is annexed herewith as Annexure V. In accordance with the provisions of the Companies Act, 2013, the SEBI Listing

Regulations, and other applicable laws, the appointment of Ms. Savita Mahajan as an Independent Non-Executive Director requires the approval of the Members by way of a **Special Resolution**.

Accordingly, the Members are requested to consider and approve the Special Resolution as set out at Item No. 5 of this Notice. The Board recommends the resolution for approval of the Members and is of the view that, given her knowledge and expertise, it would be in the best interests of the Company to appoint Ms. Savita as an Independent Non-Executive Director. A copy of the draft letter of her appointment, setting out the terms and conditions of her appointment as an Independent Non-Executive Director, is available for inspection at the Registered Office of the Company during normal business hours on the working days up to the last date of voting through e-voting. Save and except Ms. Savita Mahajan and her relatives, to the extent of their shareholding, if any, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

Details of the Director seeking appointment/ Re-appointment

(Pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meeting)

Name of the Director	Ms. Savita Mahajan
Directors' Identification Number (DIN)	11383535
Date of Birth and Age	11/05/1965 and 60 years
Date of first appointment on the Board	21-03-2026
Qualifications	She holds a Bachelor's degree in Political Science (Hons.) from Kalindi College, University of Delhi, and a certification in Textile Designing from Janki Devi Memorial College. She has also completed a Java programming course from NIIT.
Brief Profile including experience and nature of expertise in specified functional areas.	She holds a Bachelor's degree in Political Science (Hons.) from Kalindi College, University of Delhi, and a certification in Textile Designing from Janki Devi Memorial College. She has also completed a Java programming course from NIIT. Her academic background spans social sciences, design, and technology, providing a balanced perspective on governance and stakeholder matters.
Skills and capabilities required for the role and the manner in which the director meets such requirements	As provided in this explanatory statement.
Terms and conditions of re-appointment.	Being appointed as Independent Non-Executive Director, not liable to retire by rotation, for a period of five (5) consecutive years commencing from March 21, 2026.
Details of remuneration sought to be paid	Sitting fees and commission as may be decided by the Board.
Details of remuneration last drawn	NA
No. of Board Meetings attended during the year.	NA
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Ms. Savita is not related to any of the Directors or KMP of the Company.
Shareholding in the Company	NIL
List of other Companies in which Directorship (excluding Foreign, Private and Section 8 Companies).	NIL
List of Entities from which the person has resigned in the past three years.	NIL
Chairperson/Member of the Mandatory Committees of the Board of the Other Companies on which he is a Director.	NIL

ITEM NO. 6

The Nomination and Remuneration Committee ("NRC") of the Board, at its meeting held on October 22, 2025, recommended the appointment of Ms. Riya Aggarwal (DIN: 09158220) as a Whole-time Director (Designated as "Executive Director") of the Company. Based on the recommendation of the NRC, the Board of Directors at its meeting held on October 22, 2025, approved the appointment of Ms. Riya Aggarwal as an Additional Executive Director of the Company with effect from October 22, 2025, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, an Additional Director holds office only until the next Annual General Meeting ("AGM") or the last date by which the AGM should have been held, whichever is earlier. Accordingly, the appointment of Ms. Riya Aggarwal as a Whole-time Director for a term of five (5) years is being placed before the members for their approval by way of a **Special Resolution**.

Brief Profile of Ms. Riya Aggarwal:

Ms. Riya Aggarwal is the daughter of Mr Neeraj Kumar Aggarwal, Managing Director, and Mrs Shilpy Aggarwal, Whole-time Director of the Company. She has rich experience in handling sales, procurement and business operations, particularly in the hardware tools industry. Her experience and understanding of the Company's business are expected to contribute significantly to the Company's growth strategy.

Terms of Appointment:

Name	Ms. Riya Aggarwal
DIN	09158220
Designation	Whole-time Director (Executive Director)
Date of Appointment by the Board	October 22, 2025
Tenure	Five (5) years w.e.f. October 22, 2025 to October 21, 2030
Liable to Retire by Rotation	Liable to retire by rotation
Relationship with other Directors/KMP	Daughter of Mr. Neeraj Kumar Aggarwal (Managing Director, DIN: 08058134) and Mrs. Shilpy Aggarwal (Whole-time Director, DIN: 08058135)
Promoter Group	Yes – Member of Promoter Group

Remuneration:

The remuneration payable to Ms. Riya Aggarwal as Whole-time Director (Executive Director) shall be as follows (subject to the overall limits specified under Section 197 read with Schedule V of the Companies Act, 2013):

S. No.	Component	Details
1.	Basic Salary	₹2,50,000 Monthly* Annual increments at such a percentage as may be decided by the Nomination and Remuneration Committee. <i>*The Board may decide the fixed and variable components.</i>
2.	Bonus / Performance Pay	As may be decided by the Board
3.	Allowances / Other Benefits/ Reimbursements	As per Company policy and applicable law. Shall also be entitled to such other benefits as are made available by the company to members of the staff from time to time, including ex gratia and Employee Stock Options. Reimbursement towards telephone bills, fuel bills, Medical benefits, etc.

S. No.	Component	Details
4.	Contribution to Provident Fund and other statutory funds	As per applicable law
5.	Gratuity	As per Company's policy and applicable law
6.	Minimum Remuneration	Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Ms. Riya Aggarwal as Whole-time Director, the Company has no profits or the profits of the Company are inadequate, the Company shall pay remuneration by way of salary, perquisites and allowances as specified above.

Note: The Board of Directors shall have the authority, on the recommendation of the Nomination and Remuneration Committee, to revise the remuneration within the overall limits approved by the members and in compliance with Section 197 and Schedule V of the Companies Act, 2013. In the event the Company has no profits or its profits are inadequate in any financial year, the remuneration shall be paid in accordance with Schedule V of the Companies Act, 2013, and prior approval of the Central Government shall be sought, if required.

Disclosure of Interest:

Ms. Riya Aggarwal is the daughter of Mr. Neeraj Kumar Aggarwal, Managing Director and Mrs. Shilpy Aggarwal, Whole-time Director of the Company. She is, therefore, a related party within the meaning of Section 2(76) of the Companies Act, 2013. Mr. Neeraj Kumar Aggarwal and Mrs. Shilpy Aggarwal are deemed to be concerned or interested in the said Resolution by virtue of their relationship with Ms. Riya Aggarwal.

None of the other Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out in this Notice.

The Board of Directors recommends the **Special Resolution** set out in Item No. 6 of this Notice for approval of the Members.

Details of Director Seeking Appointment

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings and SEBI Circulars]

Name of the Director	Ms. Riya Aggarwal
DIN	09158220
Date of Birth	20/12/2002
Age	23 years
Nationality	Indian
Date of First Appointment on the Board	October 22, 2025 (as Additional Executive Director)
Qualification	Graduate
Experience and Expertise and Brief Profile	Ms. Riya Aggarwal has rich experience in handling sales, procurement and other necessary business operations in the hardware tools industry. She has been actively associated with the operations of the Company and possesses in-depth knowledge of the business.
Terms and Conditions of Appointment	Appointment as Whole-time Director (Executive Director) for a period of 5 years from October 22, 2025, to October 21, 2030, on the remuneration and terms as stated in the Explanatory Statement.

Remuneration last drawn (FY 2024-25)	Salary: ₹16,20,000 p.a.; Bonus: ₹1,35,000
Remuneration sought to be paid	Salary, Bonus, and other benefits as mentioned in the Explanatory Statement, within the limits approved by the shareholders.
Number of Board Meetings attended during the year (FY 2024-25)	NIL
Directorship held in other listed entities	None
Membership / Chairmanship of Committees of other listed entities (Audit & Stakeholders Relationship Committees only)	None
Shareholding in the Company (as on date of Notice)	1,92,300 Equity Shares (2.23% of paid-up equity share capital) – as per Promoter Shareholding.
Relationship with other Directors and KMP	Daughter of Mr. Neeraj Kumar Aggarwal (Managing Director) and Mrs. Shilpy Aggarwal (Whole-time Director)
Confirmation – Not debarred by SEBI / Courts	Ms. Riya Aggarwal is not debarred from accessing the capital markets and/or restrained from holding the office of Director by virtue of any order of SEBI or any other such authority.
Confirmation – Not disqualified under Section 164 of the Act	Ms. Riya Aggarwal is not disqualified from holding the office of Director pursuant to the provisions of Section 164 of the Companies Act, 2013.

Disclosures pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

[Read with SEBI Circular No. SEBI/HO/CED/PoD2/CIR/P/0155 dated November 11, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024]

Sr. No.	Details of Events	Information
1.	Reason for appointment	Appointment of Ms. Riya Aggarwal (DIN: 09158220) as Whole-time Director (Executive Director) of the Company, pursuant to approval of members at the EGM, w.e.f. October 22, 2025.
2.	Date of appointment / effective date	October 22, 2025 (initial appointment by Board as Additional Executive Director); to be confirmed as Whole-time Director from October 22, 2025, for a period of five (5) years.
3.	Tenure of appointment	5 (Five) years from October 22, 2025 to October 21, 2030.
4.	Brief profile (in case of appointment)	Ms. Riya Aggarwal has rich experience in handling sales, procurement and other business operations in the hardware tools industry. She is actively engaged in the business of the Company.
5.	Disclosure of relationship between Directors (in case of appointment of Directors)	Daughter of Mr. Neeraj Kumar Aggarwal (Managing Director) and Mrs. Shilpy Aggarwal (Whole-time Director) of the Company.
6.	Confirmation in compliance with SEBI Letter dated June 14, 2018 read along with Exchange Circular dated June 20, 2018	Ms. Riya Aggarwal is not debarred from accessing capital markets and/or restrained from holding the office of Director by virtue of any order of SEBI or any other authority.
7.	Affirmation that the Director is not disqualified under Section 164 of the Companies Act, 2013	Ms. Riya Aggarwal is not disqualified from holding the office of Director pursuant to the provisions of Section 164 of the Companies Act, 2013.
8.	Shareholding of the Director in the Company	1,92,300 Equity Shares representing 2.23% of the paid-up equity share capital of the Company.
9.	Whether appointment is in continuation of earlier term or fresh appointment	Fresh appointment as Whole-time Director. She was appointed as Additional Executive Director by the Board on October 22, 2025.
10.	Whether the Director is a part of the Promoter Group	Yes. Ms. Riya Aggarwal is a member of the Promoter Group.

Statement of Additional Information as required under Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION:

Nature of industry	Wholesale Trading of Hardware Tools
Date or expected date of commencement of commercial production	The company has been in commercial operation since its incorporation on July 26, 2021
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators (FY 2024-25)	Revenue from Operations: ₹1,44,91,86,241 Profit Before Tax: ₹23,77,99,963 Profit After Tax: ₹17,62,96,797 Earnings Per Share (Basic): ₹20.48
Foreign investments or collaborations, if any	The Company has invested in Deneers Tools Trading LLC, Dubai (Subsidiary) – AED 99,000 (297 equity shares of AED 333.33 each).

II. INFORMATION ABOUT THE APPOINTEE:

Background details	Ms. Riya Aggarwal (DIN: 09158220) is the daughter of Mr. Neeraj Kumar Aggarwal (Managing Director) and Mrs. Shilpy Aggarwal (Whole-time Director) of the Company. She has experience in sales, procurement and business operations in the hardware tools industry.
Past remuneration	Salary: ₹16,20,000 p.a.; Bonus: ₹1,35,000 (as per FY 2024-25)
Recognition or awards	Not Applicable
Job profile and his/her suitability	As Whole-time Director (Executive Director), Ms. Riya Aggarwal will be responsible for overseeing the day-to-day business operations, sales, procurement and strategic business activities of the Company. Given her rich experience and deep understanding of the Company's business, she is eminently suited for the role.
Remuneration proposed	As stated in the Explanatory Statement.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is commensurate with the Company's size, scale of operations, and industry benchmarks for similar roles in the hardware tools wholesale trading sector.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Ms. Riya Aggarwal is the daughter of Mr. Neeraj Kumar Aggarwal, Managing Director, and Mrs. Shilpy Aggarwal, Whole-time Director. She holds 1,92,300 equity shares (2.23%) in the Company.

III. OTHER INFORMATION:

Reasons of loss or inadequate profits	Not Applicable. The Company has earned adequate profits during FY 2024-25 (PAT: ₹17,62,96,797).
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	The Company expects continued growth in revenue and profitability given.

IV. DISCLOSURES:

The required disclosures under Schedule V (Section II, Part II) of the Companies Act, 2013, with respect to all elements of the remuneration package of individual directors summarized under major groups shall be disclosed in the Annual Report of the Company.

By Order of the Board of Directors
For De Neers Tools Limited

Sd/-

Neeraj Kumar Aggarwal

Managing Director

DIN: 08058134

Date: 21-03-2026

Place: Delhi